

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

IN RE: ) **CHAPTER 11**  
 )  
DELPHI CORPORATION, et. al., ) **CASE NO.: 05-44481(RDD)**  
 )  
DEBTORS. ) **(JOINTLY ADMINISTERED)**

**AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL**

STATE OF ALABAMA )  
 )  
COUNTY OF TUSCALOOSA )

Beverly S. Williamson, being duly sworn, deposes and says:

1. I am a partner of Zeanah, Hust, Summerford & Williamson, which firm maintains offices at 2330 University Boulevard, Seventh Floor AmSouth Bank Building, Tuscaloosa, Alabama 35401.

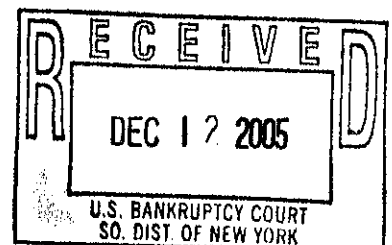
2. Neither, I, Beverly S. Williamson, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Zeanah, Hust, Summerford & Williamson, has represented and advised the Debtors in Tuscaloosa, Alabama, with respect to a broad range of aspects of the Debtors' businesses, but primarily limited to worker's compensation matters.

4. The Debtors have requested, and Zeanah, Hust, Summerford & Williamson has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Zeanah, Hust, Summerford & Williamson proposes, to render the following services to the debtors:

Continue to represent Delphi Corporation in litigation, including but not limited to worker's compensation matters.

5. Zeanah, Hust, Summerford & Williamson's current fee arrangements is \$95.00 per hour, plus reimbursement of expenses.



6. Except as set forth herein, no promises have been received by Zeanah, Hust, Summerford & Williamson or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.


7. Zeanah, Hust, Summerford & Williamson has no agreement with any entity to share with such entity any compensation received by Zeanah, Hust, Summerford & Williamson.

8. Zeanah, Hust, Summerford & Williamson and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Zeanah, Hust, Summerford & Williamson does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

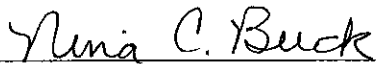
9. Neither, I, Beverly S. Williamson, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Zeanah, Hust, Summerford & Williamson is to be engaged.

10. The foregoing constitutes the statement of Zeanah, Hust, Summerford & Williamson pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
Beverly S. Williamson

Subscribed and sworn before me  
this 8<sup>th</sup> day of December, 2005.

  
Nina C. Buck  
Notary Public

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served a copy of the foregoing Affidavit of Legal Ordinary Course Professional by depositing in the United States Mail a copy of same in an envelope, with adequate postage prepaid thereon, and properly addressed to the following:

Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098  
Att'n: General Counsel

Mark A. Broude, Esq.  
Latham & Watkins  
885 Third Avenue  
New York, New York 10022

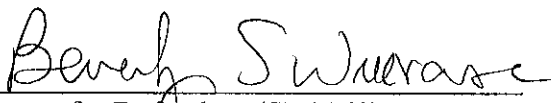
John Wm. Butler, Jr., Esq.  
Skadden, Arps, Slate, Meagher & Flom  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606

Marissa Wesley, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017

Alicia M. Leonhard, Esq.  
U.S. Trustee  
33 Whitehall Street, Suite 2100  
New York, New York 10044

Marlane Melican, Esq.  
Davis Polk & Wardell  
450 Lexington Avenue  
New York, New York 10017

This 8<sup>th</sup> day of December, 2005.

  
Attorney for Defendant (SM1168)